

RECORDATION NO. 20280 - F
FILED

MAR 07 '08 -9 31 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 7, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan::

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of January 4, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATX Trust 1996-2) previously filed with the Board under Recordation Number 20280.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: US Bank National Association (successor to
Street Bank and Trust Company)
225 Franklin Street
Boston, Massachusetts 02110

Owner Trustee: Wilmington Trust Company, not in its individual
capacity but solely as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Anne K. Quinlan, Esquire
March 7, 2008
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A description of the railroad equipment covered by the enclosed document is:

1 railcar RELEASED: SCRF 420.


A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W. Alvord

RWA/sem
Enclosures

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATX Trust 1996-2, (the "Lessor") under an Equipment Lease Agreement (GATX Trust 1996-2) dated as of September 1, 1996 (the "Lease") between the Lessor and GATX Corporation, a New York corporation successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as SCRF 000420 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association as successor to State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust 1996-2 dated as of September 1, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 4, 2008

Wilmington Trust Company, not in
its individual capacity, but solely as
Owner Trustee

By: 

Title: Jacqueline E. Solone

~~Administrative Account Manager~~

U.S. Bank National Association as
successor to State Street Bank and
Trust Company, not in its individual
capacity, but solely as Indenture
Trustee

By: _____

Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATX Trust 1996-2, (the "Lessor") under an Equipment Lease Agreement (GATX Trust 1996-2) dated as of September 1, 1996 (the "Lease") between the Lessor and GATX Corporation, a New York corporation successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as SCRF 000420 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association as successor to State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust 1996-2 dated as of September 1, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 4, 2008

Wilmington Trust Company, not in
its individual capacity, but solely as
Owner Trustee

By: _____
Title: _____

U.S. Bank National Association as
successor to State Street Bank and
Trust Company, not in its individual
capacity, but solely as Indenture
Trustee

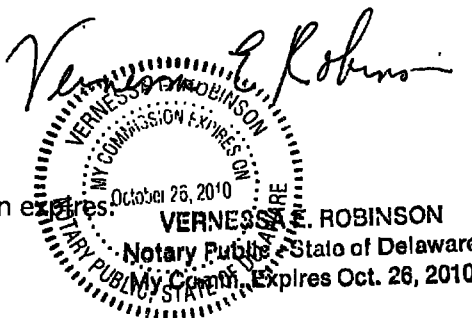
By:  _____
Title: Vice President

State of Delaware)
) SS
County of New Castle)

On this 5 day of Mar, 2008, before me personally appeared Jacqueline E. Solone, to me personally known, who being by me duly sworn, say that he/she is Administrative Account Manager of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires: October 26, 2010

VERNESSA E. ROBINSON
Notary Public, State of Delaware
My Comm. Expires Oct. 26, 2010

State of Massachusetts)
) SS
County of Suffolk)

On this _____ day of _____, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS
County of New Castle)

On this _____ day of _____, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

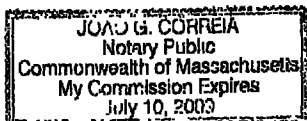
State of Massachusetts)
) SS
County of Suffolk)

On this 19 day of February, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/7/08



Robert W. Alvord